

RECORDATION NO. 27830 -R  
FILED

FEB 29 '12 -4 5 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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February 29, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of February 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 27830-L.

The names and addresses of the parties to the enclosed document are:

Transferor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Transferee: Flagship Rail Services, LLC  
300 South Riverside Plaza, Suite 1925  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is.

200 railcars· AOKX 493400 – AOKX 493599.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Edward M. Luria

EML/sem  
Enclosures

FEB 23 '12 -4 5 0 PM

(WEDRON)

## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 29th day of February, 2012, is made by GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and FLAGSHIP RAIL SERVICES, LLC, a Delaware limited liability company, with an address at 300 South Riverside Plaza, Suite 1925, Chicago, IL 60606 ("Transferee" and, together with Transferor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of February 29, 2012 relating to the sale by Transferor to Transferee of two hundred (200) covered hopper railcars marked and numbered AOKX 493400 through AOKX 493599, inclusive (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 10 dated as of January 1, 2011 (the "Schedule") to the Lease Agreement, dated October 1, 2008, between Transferor, as Lessor, and Wedron Silica Company, as Lessee (the "Lease Agreement"), and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "Assignment Agreement"), Assignee has acquired all of Assignor's interest in the Cars and Assignor's interest in the Schedule and the Lease Agreement as each relates to the Cars;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Schedule was filed with the Surface Transportation Board on July 7, 2011 at 3:04 p.m., and assigned recordation number 27830-L, and with the Registrar General of Canada on February 24, 2012 at 12:21 p.m.; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars, and its right title and interest in and obligations under the Schedule and the Lease Agreement as each relates to the Cars, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.


**NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.**

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By:   
Name: Larry Stanley  
Title: Senior Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

FLAGSHIP RAIL SERVICES, LLC

By: \_\_\_\_\_  
Name: Eugene T. Henneberry  
Title: Chief Executive Officer

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

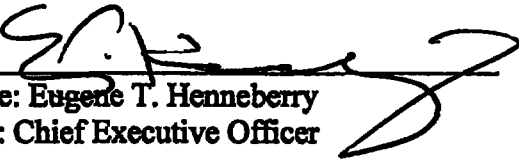
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

**GREENBRIER LEASING COMPANY LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

**FLAGSHIP RAIL SERVICES, LLC**

By:   
Name: Eugene T. Henneberry  
Title: Chief Executive Officer

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/29/12

Edward M Luria  
Edward M. Luria